

**Schedule 2**

**Proposed Rejection Order**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.<sup>1</sup>

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

**Re: D.I. [●]**

**ORDER (I) AUTHORIZING THE DEBTORS TO REJECT CERTAIN EXECUTORY  
CONTRACTS AND/OR UNEXPIRED LEASES EFFECTIVE AS OF  
MARCH 31, 2025 AND (II) GRANTING RELATED RELIEF**

Upon the motion (the “**Motion**”)<sup>2</sup> of the above-captioned debtors and debtors in possession (the “**Debtors**”) for entry of an order: (a) authorizing the rejection of the Initial Leases, (b) authorizing and establishing the Rejection Procedures for (i) rejecting Contracts and Leases and (ii) abandoning personal property in connection with any rejected Contract or Lease, (c) authorizing and approving the Rejection Notice to affected Counterparties and (d) granting related relief, all as more fully set forth in the Motion; and the order of this Court approving the Motion on a final basis [D.I. 461]; and the filing of the notice of rejection (the “**Rejection Notice**”) by the Debtors [D.I. [●]]; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334 and the Amended Standing Order of Reference of the United States District Court

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<sup>1</sup> The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

<sup>2</sup> Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to them in the Motion.

for the District of Delaware, dated February 29, 2012; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2) and that this Court may enter an order consistent with Article III of the United States Constitution; and this Court having found that venue in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the notice of the Rejection Notice and of the opportunity to be heard at the hearing thereon were appropriate under the circumstances and that no other notice need be provided, except as set forth herein; and this Court having reviewed the Rejection Notice, and having heard the statements and argument in support of the relief requested at a hearing, if any, before this Court (the “**Hearing**”); and this Court having determined that the legal and factual bases set forth in the Rejection Notice and at any Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. The Contract and Leases listed on **Schedule 1** attached hereto are hereby rejected as of March 31, 2025 (the “**Rejection Date**”).

2. Nothing herein shall prejudice the rights of the Debtors to argue that any of the Contracts or Leases were terminated prior to the Rejection Date; that any claim for damages arising from the rejection of any Contract is limited to the remedies available under the termination provision of such Contract; or that any such claim is an obligation of a third party and not that of the Debtors or their estates.

3. Nothing in this Order shall be deemed or construed as an approval of an assumption of any lease, sublease, or contract pursuant to section 365 of the Bankruptcy Code.

4. Notwithstanding the relief granted in this Order and any actions taken pursuant to such relief, nothing in this Order shall be deemed: (i) an admission as to the amount of, basis for,

or validity of any claim against the Debtors; (ii) a waiver of the Debtors' or any other party's right to dispute any claim; (iii) a promise or requirement to pay any particular claim; (iv) an admission that any particular claim is of a type described in the Motion; (v) an admission as to the validity, priority, enforceability, or perfection of any lien on, security interest in, or other encumbrance on property of the Debtors' estates; or (vi) a waiver of any claims or causes of action which may exist against any entity under the Bankruptcy Code or any other applicable law.

5. Notice of the Rejection Notice is deemed good and sufficient notice of the relief requested therein.

6. Notwithstanding Bankruptcy Rule 6004(h), this Order shall be effective and enforceable immediately upon its entry.

7. The Debtors are authorized to take all actions that are necessary and appropriate to effectuate the relief granted in this Order.

8. This Court retains jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

**Schedule 1**

**Schedule of Rejected Contracts and Leases**

No.	Debtor	Contract Counterparty	Contract Counterparty Address	City	State	Zip	Country	Rejected Agreement/Lease	Rejection Effective Date
1	Big Lots, Inc.	Constellation NewEnergy, Inc.	1221 Lamar St. Suite 750	Houston	TX	77010	USA	Flexible Index Solutions Pricing Schedule	3/31/2025
2	Big Lots, Inc.	Constellation NewEnergy, Inc.	Two California Plaza 350 South Grand Avenue Suite 3800	Los Angeles	California	90071	USA	Master Electricity Supply Agreement	3/31/2025
3	Big Lots, Inc.	Constellation NewEnergy, Inc.	350 South Grand Avenue, Suite 2950	Los Angeles	CA	90071	USA	Master Electricity Supply Agreement	3/31/2025
4	Big Lots, Inc.	Constellation NewEnergy, Inc.	1001 Louisiana St. Constellation Suite 2300	Houston	TX	77002	USA	Request for Name Change/Change of Ownership Form	3/31/2025
5	Big Lots, Inc.	Constellation. An Exelon Company	9400 Bunsen Parkway, Suite 100	Louisville	KY	40220	USA	Indicative Pricing Report	3/31/2025
6	Great Basin, LLC	Copart, Inc.	14185 Dallas Parkway, Ste. 300	Dallas	TX	75254	USA	Vehicle Auction Agreement	3/31/2025
7	Big Lots, Inc.	DAT Freight & Analytics	8405 SW Nimbus Avenue	Beaverton	OR	97008	USA	Services Agreement	3/31/2025
8	Big Lots, Inc.	Data2Logistics	4310 Metro Parkway	Ft. Myers	FL	33916	USA	Statement of Work for SAP Upgrade	3/31/2025
9	Big Lots, Inc.	Data2Logistics, LLC	4310 Metro Parkway	Ft. Myers	FL	33916	USA	Amendment to Freight Bill Processing and Services Agreement	3/31/2025
10	Big Lots, Inc.	Data2Logistics, LLC	4310 Metro Parkway	Ft. Myers	FL	33916	USA	Statement of Work	3/31/2025
11	Big Lots Stores, LLC	Data2Logistics, LLC	4310 Metro Parkway	Ft. Myers	FL	33916	USA	Amendment to Freight Bill Processing and Services Agreement	3/31/2025
12	Big Lots, Inc.	Dell & Dell Financial Services	B1 Longmead Business Centre Blenheim Road	Epsom	Surrey	KT19 9QQ	United Kingdom	Customer Acceptance Form	3/31/2025
13	Big Lots, Inc.	Dell & Dell Financial Services	B1 Longmead Business Centre Blenheim Road	Epsom	Surrey	KT19 9QQ	United Kingdom	Warranty & Returns Policy	3/31/2025
14	Big Lots Stores, LLC	Dell Financial Services L.L.C.	One Dell Way	Round Rock	TX	78682	USA	Assignment of Purchase Order	3/31/2025
15	Big Lots Stores, LLC	Dell Financial Services L.L.C.	One Dell Way	Round Rock	TX	78682	USA	Assignment of Purchase Order	3/31/2025
16	Big Lots, Inc.	Dell Financial Services L.L.C.	One Dell Way	Round Rock	TX	78682	USA	Technology Payment Solution	3/31/2025
17	Big Lots, Inc.	Dell Financial Services L.L.C.	One Dell Way	Round Rock	TX	78682	USA	Subscription Agreement	3/31/2025
18	Big Lots, Inc.	Dell Financial Services L.L.C.	One Dell Way	Round Rock	TX	78682	USA	Subscription Agreement	3/31/2025
19	Big Lots, Inc.	Dell Financial Services L.L.C.	One Dell Way	Round Rock	TX	78682	USA	Subscription Agreement	3/31/2025
20	Big Lots, Inc.	Dell Financial Services L.L.C.	One Dell Way	Round Rock	TX	78682	USA	Payment Plan Agreement	3/31/2025
21	Big Lots, Inc.	Dell Financial Services L.L.C.	PO Box 6549	Carol Stream	IL	60197-6549	USA	Payment Plan Agreement	3/31/2025
22	Big Lots Stores, LLC	Dell Financial Services L.L.C. (DFS)	8176 Mallory Court	CHANHASSEN	MN	55317	USA	Payment Schedule	3/31/2025
23	Big Lots Stores, LLC	Dell Financial Services L.L.C. (DFS)	8176 Mallory Court	CHANHASSEN	MN	55317	USA	Payment Schedule	3/31/2025
24	Big Lots, Inc.	Direct Energy Business LLC	9020 Firestone Blvd	Downey	CA	90241	USA	PowerSupply Coordination Services Agreement	3/31/2025
25	Big Lots, Inc.	Direct Energy Business LLC	9020 Firestone Blvd	Downey	CA	90241	USA	PowerSupply Coordination Services Agreement	3/31/2025
26	Big Lots, Inc.	Direct Energy Business LLC	9020 Firestone Blvd	Downey	CA	90241	USA	PowerSupply Coordination Services Agreement	3/31/2025

No.	Debtor	Contract Counterparty	Contract Counterparty Address	City	State	Zip	Country	Rejected Agreement/Lease	Rejection Effective Date
27	Big Lots, Inc.	DIRECT ENERGY BUSINESS LLC	9020 Firestone Blvd	Downey	CA	90241	USA	Energy Supply Agreement	3/31/2025
28	Big Lots, Inc.	Direct Energy Business, LLC	1001 Liberty Avenue	Pittsburgh	PA	15222	USA	Power Supply Coordination Agreement	3/31/2025
29	Big Lots, Inc.	Direct Energy Business, LLC	1001 Liberty Avenue	Pittsburgh	PA	15222	USA	Power Supply Coordination Service Agreement	3/31/2025
30	Big Lots, Inc.	Discover	333 Knightsbridge Parkway	Lincolnshire	IL	60069	USA	Merchant EMV PCI Validation Waiver Application	3/31/2025
31	Big Lots, Inc.	DISCOVER CARD SERVICES, INC.	333 Knightsbridge Parkway	Lincolnshire	IL	60069	USA	Merchant Services Agreement	3/31/2025
32	Big Lots, Inc.	Discover Financial Services LLC	2500 Lake Cook Road	Riverwoods	IL	60015	USA	Confidentiality Agreement	3/31/2025
33	Big Lots, Inc.	Discover Financial Services, Inc.	2402 West Beardsley Road	Phoenix	AZ	85027	USA	Revisions to Technical Specifications Manual	3/31/2025
34	Big Lots, Inc.	Discover® Network	623-643-1311	Columbus	Ohio	43228-5311	USA	Technical Specifications Revision Agreement	3/31/2025
35	Big Lots, Inc.	Discovery Communications, LLC	1 Discovery Place	Silver Spring	MD	20910	USA	Trademark Sublicense Agreement	3/31/2025
36	Big Lots, Inc.	Discovery Communications, LLC	1 Discovery Place	Silver Spring	MD	20910	USA	Trademark Sublicense Agreement	3/31/2025
37	AVDC, LLC	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Pallet Handling and Management Services Agreement	3/31/2025
38	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Pallet Handling and Management Services Agreement	3/31/2025
39	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Pallet Handling and Management Services Agreement	3/31/2025
40	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South, Suite G234	Katy	TX	77494	USA	Amendment to Agreement	3/31/2025
41	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Pallet Handling and Management Services Agreement	3/31/2025
42	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Pallet Handling and Management Services Agreement	3/31/2025
43	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Pallet Handling and Management Services Agreement	3/31/2025
44	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Agreement for Pallet Handling and Management Services	3/31/2025
45	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Agreement for Pallet Handling and Management Services	3/31/2025
46	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Pallet Management Agreement	3/31/2025
47	CSC Distribution LLC	Distribution Solutions	1450 Grand Parkway South Suite G234	Katy	TX	77494	USA	Staffing Services Agreement	3/31/2025
48	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Agreement for Pallet Handling and Management Services	3/31/2025
49	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Agreement for Pallet Handling and Management Services	3/31/2025
50	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South	Katy	TX	77494	USA	Agreement for Pallet Handling and Management Services	3/31/2025
51	Big Lots, Inc.	Distribution Solutions	1450 Grand Parkway South Suite G234	Katy	TX	77494	USA	Agreement for Pallet Handling and Management Services	3/31/2025
52	Big Lots, Inc.	Distribution Solutions Ltd.	1450 Grand Parkway S.	Katy	TX	77494	USA	Independent Contractor Agreement	3/31/2025

No.	Debtor	Contract Counterparty	Contract Counterparty Address	City	State	Zip	Country	Rejected Agreement/Lease	Rejection Effective Date
53	Big Lots, Inc.	Distribution Solutions, LLC	1450 Grand Parkway S.	Katy	TX	77494	USA	Pallet Handling and Management Services Agreement	3/31/2025
54	Big Lots Stores, LLC	DP SOLUTIONS INC	PO BOX 51115	NEWARK	NJ	07101-5115	USA	Services Agreement	3/31/2025
55	Big Lots Stores, LLC	EDRAY 20/20 LLC	1300 SOUTH MINT STREET SUITE 200	CHARLOTTE	NC	28203-4168	USA	Master Services Agreement	3/31/2025
56	Big Lots Stores, LLC	EDRAY 20/20, LLC	1300 South Mint Street Suite 200	Charlotte	NC	28203	USA	Statement of Work for Collaborative Port Logistics	3/31/2025
57	Big Lots, Inc.	Empower Software Solutions	315 E Robinson St	Orlando	FL	32801	USA	Confidentiality Agreement	3/31/2025
58	Big Lots, Inc.	Empower Software Solutions	315 E Robinson St	Orlando	FL	32801	USA	Statement of Work for EmpowerWFM Implementation	3/31/2025
59	Big Lots, Inc.	Empower Software Solutions, Inc.	315 E Robinson St	Orlando	FL	32801	USA	Amendment to Master Services Agreement	3/31/2025
60	Big Lots, Inc.	Empower Software Solutions, Inc.	315 E Robinson St	Orlando	FL	32801	USA	Order Form for Software as a Service	3/31/2025
61	Big Lots, Inc.	EMPOWER SOFTWARE SOLUTIONS, INC.	315 E Robinson St	Orlando	FL	32801	USA	Work Force Management Services Addendum	3/31/2025
62	Big Lots, Inc.	ERG Staffing Service / Rosies Riveters Staffing Service	235 Main Street - Suite 121	Dickson City	PA	18519	USA	Staffing Services Agreement	3/31/2025
63	Big Lots, Inc.	Eric Long, Inc.	251 Spruce Hill Dr	Gahanna	OH	43230	USA	Fourth Amendment to Independent Contractor Agreement	3/31/2025
64	Big Lots, Inc.	Eric Long, Inc.	251 Spruce Hill Dr	Gahanna	OH	43230	USA	Third Amendment to Independent Contractor Agreement	3/31/2025
65	Big Lots, Inc.	Eric Long, Inc.	251 Spruce Hill Dr	Gahanna	OH	43230	USA	Amendment to Independent Contractor Agreement	3/31/2025
66	Big Lots, Inc.	Eric Long, Inc.	251 Spruce Hill Dr	Gahanna	OH	43230	USA	First Amendment to Independent Contractor Agreement	3/31/2025
67	Big Lots, Inc.	Eric Long, Inc.	5480 Alston Grove Dr	Westerville	OH	43082	USA	Independent Contractor Agreement	3/31/2025
68	Big Lots, Inc.	Eric Long, Inc.	251 Spruce Hill Dr	Gahanna	OH	43230	USA	Independent Contractor Agreement	3/31/2025
69	Big Lots, Inc.	Eric Long, Inc.	251 Spruce Hill Dr	Gahanna	OH	43230	USA	Independent Contractor Agreement	3/31/2025
70	Big Lots, Inc.	Everbridge, Inc.	1000 Winter Street	Waltham	MA	02451	USA	Statement of Work for Professional Services	3/31/2025
71	Big Lots, Inc.	Everbridge, Inc.	25 Corporate Drive	Burlington	MA	01803	USA	Master Services Agreement	3/31/2025
72	Big Lots, Inc.	Everbridge, Inc.	155 North Lake Avenue, Suite 900	Pasadena	CA	91101	USA	Master Services Agreement	3/31/2025
73	Big Lots, Inc.	Express Services, Inc. d/b/a Express Employment Professionals	372 Bryan Drive Suite 108	Durant	OK	74701	USA	Staffing Services Agreement	3/31/2025
74	Big Lots Stores, LLC	Federal Express Corporation	3800 N. W. 87th Ave.	Miami	FL	33178	USA	FedEx Transportation Services Agreement Amendment	3/31/2025
75	Big Lots, Inc.	Federal Express Corporation	3800 N. W. 87th Ave.	Miami	FL	33178	USA	Version Management Program Agreement	3/31/2025
76	Big Lots Stores, LLC	FedEx	3800 N. W. 87th Ave.	Miami	FL	33178	USA	Mutual Third Party Non-Disclosure Agreement	3/31/2025
77	Big Lots Stores, LLC	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	Services Agreement Amendment	3/31/2025
78	Big Lots Stores, LLC	FedEx	123 FedEx Way	Memphis	TN	38125	USA	FedEx Transportation Services Agreement Amendment	3/31/2025

No.	Debtor	Contract Counterparty	Contract Counterparty Address	City	State	Zip	Country	Rejected Agreement/Lease	Rejection Effective Date
79	Big Lots Stores, LLC	FedEx	3800 N. W. 87th Ave.	Miami	FL	33178	USA	FedEx Transportation Services Agreement Amendment	3/31/2025
80	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	Transportation Services Agreement Amendment	3/31/2025
81	Big Lots, Inc.	FedEx	123 FedEx Way	Memphis	TN	38125	USA	Services Agreement Amendment	3/31/2025
82	Big Lots, Inc.	FedEx	3800 N. W. 87th Ave.	Miami	FL	33178	USA	FedEx Transportation Services Agreement Amendment	3/31/2025
83	Big Lots, Inc.	FedEx	3800 N. W. 87th Ave.	Miami	FL	33178	USA	FedEx Transportation Services Agreement Amendment	3/31/2025
84	Big Lots, Inc.	FedEx	3800 N. W. 36th St.	Miami	FL	33142	USA	FedEx Transportation Services Agreement Amendment	3/31/2025
85	Big Lots, Inc.	FedEx	3800 N. W. 87th Ave.	Miami	FL	33178	USA	FedEx Transportation Services Agreement Amendment	3/31/2025
86	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	Transportation Services Agreement Amendment	3/31/2025
87	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	Transportation Services Agreement Amendment	3/31/2025
88	Big Lots, Inc.	FedEx	3875 W. 12th St.	Little Rock	AR	72204	USA	Transportation Services Agreement	3/31/2025
89	Big Lots, Inc.	FedEx	123 FedEx Way	Memphis	TN	38125	USA	Mutual Third Party Non-Disclosure Agreement	3/31/2025
90	Big Lots, Inc.	FedEx	123 FedEx Way	Memphis	TN	38125	USA	Mutual Third Party Non-Disclosure Agreement	3/31/2025
91	Big Lots, Inc.	FedEx	123 FedEx Way	Memphis	TN	38125	USA	FedEx Pricing Agreement Amendment	3/31/2025
92	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	FedEx Pricing Agreement Amendment	3/31/2025
93	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	FedEx Pricing Agreement Amendment	3/31/2025
94	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	FedEx Pricing Agreement Amendment	3/31/2025
95	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	FedEx Pricing Agreement Amendment	3/31/2025
96	Big Lots, Inc.	FedEx	3875 W. 12th St.	Little Rock	AR	72204	USA	FedEx Pricing Agreement Amendment	3/31/2025
97	Big Lots, Inc.	FedEx	123 FedEx Way	Memphis	TN	38125	USA	FedEx Pricing Agreement Amendment	3/31/2025
98	Big Lots, Inc.	FedEx	3875 Airways Blvd	Memphis	TN	38116	USA	FedEx Pricing Agreement Amendment	3/31/2025
99	Big Lots, Inc.	FedEx Corporate Services, Inc.	3800 N. W. 87th Ave.	Miami	FL	33178	USA	Parent Guarantee	3/31/2025
100	Big Lots, Inc.	FEDEX CORPORATE SERVICES, INC.	3800 N. W. 87th Ave.	Miami	FL	33178	USA	Mutual Third Party Non-Disclosure Agreement	3/31/2025